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March 2, 1999

Via Telecopy

Richard Tisch, Esq.

Praxair, Inc.

39 Old Ridgebury Road

Danbury, Connecticut 06810-5113

Re: LCP Chemical Site, Linden, New Jersey

Dear Mr. Tisch:

As you will recall, this firm represents ISP Environmental Services ("ISP"), in matters concerning the LCP Chemical site (the site), in Linden, New Jersey. As you are aware, the USEPA is seeking to have all potentially responsible parties ("PRPs") named at the site, sign on to an Administrative Consent Order ("ACO") to conduct a RI/FS.

Recently, we received a telephone call from Muthu Sundrum, Assistant Regional Counsel, asking ISP's position vis-a-vis the ACO. He also informed us that the Department has decided that it will issue unilateral orders to all recalcitrant PRPs. The order will include severe penalties and provide for triple damages for those PRPs which do not sign the ACO and fund the RI/FS.

Previously on behalf of Union Carbide, Praxair and Union Carbonic ("Praxair"), you took the position that as Praxair had performed an ECRA/ISRA remediation on the LCP site it has fulfilled its responsibilities. However, the remediation obligations under CERCLA are much broader than for an ISRA cleanup. The documents we reviewed from the NJDEP's file on the Praxair cleanup clearly evidences that the remediation it performed at the LCP site was very

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Richard Tisch, Esq.

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limited in scope. There is no question, that Praxair's CERCLA's obligations pursuant to Section 107 as an operator of a facility at the site imposes an obligation on Praxair to participate in CERCLA triggered remediation activities.

In order to avoid the very costly penalties the USEPA is prepared to impose to bring all PRPs to the table, we ask that you work with ISP to negotiate an acceptable ACO with the USEPA and then sign the Order on behalf of Union Carbide, Praxair and Union Carbonic.

Please give this matter your immediate consideration and let us know your intended cause of action.

Very truly yours,

SHARON L. WEINER

SLW:jmc

cc: Celeste Wills, Esq.
Muthu Sundrum, Esq.